

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AXION POWER INTERNATIONAL, INC.,
WILLIAM AND TRACY AHEARN, h/w,
SALLY FONNER, and JAMES SMITH,
M.D.,

Plaintiffs,

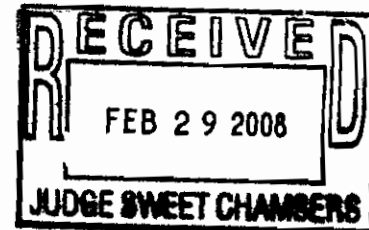
v.

MERCATUS & PARTNERS, LTD., MF
GLOBAL, INC., MF GLOBAL, UK, Ltd.,
CARI MASI a/k/a CARY MASI, BNP
PARIBAS SECURITIES SERVICES,
BANCA MB S.p.A, DWIGHT PARSCALE,
STEPHANO CEVALO, CONTINENTAL
STOCK TRANSFER AND TRUST
COMPANY, PENSON FINANCIAL
SERVICES, INC., AND BROWN
BROTHERS HARRIMAN & CO.,

Defendants.

Civil Action No. 07-CV-11493 (RWS)

**STIPULATION AND [PROPOSED]
ORDER**



IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel, that the date by which defendant Brown Brothers Harriman & Co. must answer, move or otherwise respond to the Complaint dated December 20, 2007, is extended to and including March 10, 2008; that the Court granted one previous request for an extension of time extending defendant's date to answer, move or otherwise respond to the Complaint to March 3, 2008; and

IT IS FURTHER STIPULATED AND AGREED that this stipulation shall not be deemed a waiver of any rights, arguments or defenses available to the parties or in any way impair such rights, arguments or defenses.

Dated: New York, New York
February 27, 2008

FELLHEIMER & EICHEN LLP

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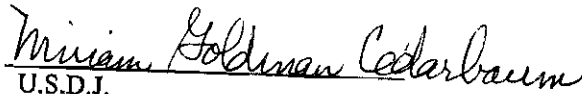
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Attorneys for Defendants
Brown Brothers Harriman & Co.

SO ORDERED:


U.S.D.J.

Part I March 3, 2008